

JUL 26 1985 :2 22 PM

INTERSTATE COMMERCE COMMISSION

## ASSIGNMENT

Whereas, Inman Service Company, Inc. (ISC) is a Texas corporation with its headquarters at 115 North Main Street Baytown, Texas 77520. Whereas, Westinghouse Credit Corporation (WCC) has advanced loans to ISC with certain locomotives as part of security for those loans. In consideration for WCC's providing the loans, ISC hereby transfers, conveys and assigns its rights and benefits as loss payee on insurance furnished by customers who are leasing all or part of these locomotives, all of which are listed on the attached Schedule A. Copies of specific certificates of insurance in favor of ISC which are specifically assigned to WCC as loss payee are attached as Schedule B.

Two customers, Atlantic Richfield (ARCO) and Phillips Chemical Company, who are self-insured have, by contract, insured ISC for the value of the locomotive involved in the leases. Three contracts for one locomotive each are involved (See attached copies of these contracts). ISC's rights as loss payee under these contracts are specifically assigned to Schedule A.

These assignments will be modified by addition or deletion as locomotives might be sold, existing leases terminated or new leases executed so that WCC will be named as loss payee on all locomotives against which WCC has advanced loans and in which Wcc has a security interest.

Executed this, the 1<sup>ST</sup> DAY of March, 1985 in Baytown, Texas.

For Westinghouse Credit Corporation

Arthur G. Oles  
title DIVISION CREDIT MANAGER

Witnessed By: Sara Broughton

For Inman Company, Inc.

William J. Smith Executive Vice President  
Witnessed by: [Signature]

SCHEDULE

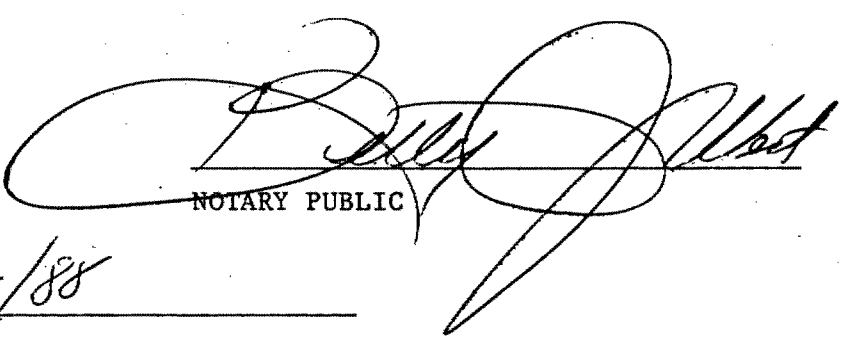
<u>Unit Number</u>	<u>Model Number</u>	<u>Serial Number</u>	<u>Appraised Value</u>
#174	EMD SW9	4098-21	\$55M
#187	EMD SW9	4098-34	\$160M
#135	EMD SW9	6182-3	\$165M
#177	EMD SW9	4098-24	\$145M
#905	EMD SW9	E-1132-4	\$140M
#904	EMD SW9	E-1132-3	\$145M
#907	EMD SW9	6346-2	\$155M
#160	EMD SW9	4098-7	\$135M
#149	EMD SW9	6182-16	\$155M
#146	EMD SW9	6182-13	\$180M
#133	EMD SW9	4002-9	\$142M
#134	EMD SW9	6182-1	\$45M
#159	EMD SW9	4098-6	\$27.5M
#137	EMD SW9	6182-4	\$60M
#129	EMD SW9	4002-5	\$159M

  
                      
Initials

State of: Texas )  
County of: Harris ) SS:

On this 1st day of March, 1985, before me personally appeared, Vivian Brown, to me personally known, who being by me duly sworn, says the (s) he is the Executive Vice President of Brown Sec Co. Inc., that the seal affixed to the attached instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s) he acknowledged that the execution of the attached instrument was the free act and deed of said corporation.

(SEAL)

  
NOTARY PUBLIC

MY COMMISSION EXPIRES: 2/25/88

State of Texas     )  
                      )     SS:  
County of Dallas )

On this 1st day of March 1985, before me personally appeared, Arthur G. Abello, to me personally known, who being by me duly sworn, says that he is the Division Credit Manager of Westinghouse Credit Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the executives of the attached instrument was the free act and deed of said corporation.

Sara Broughton  
Notary Public

My commission expires:

2/16/87